

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

□ Rule 504

(Number and Street, City, State, Zip Code)

(Number and Street, City, State, Zip Code)

□ limited partnership, already formed

□ limited partnership, to be formed Month Year 05 97

Name of Offering (check if this is an amendment and name has changed, and indicate change.)

Name of Issuer (check if this is an amendment and name has changed, and indicate change.)

Develops, markets, sells, distributes, and supports computer software and related products.

Convertible Promissory Notes and Warrants to Purchase Preferred Stock

Filing Under (Check box(es) that apply):

Type of Filing: ■ New Filing □ Amendment

1. Enter the information requested about the issuer

ĺ	051	736
l	OOI	

OMB NUMBER:

Expires:

OMB APPROVAL

November 30, 2001

3235-0076

C. 20549	hours per resr	onse16.00	
)			
ITIES PURSUANT TO	SEC USE ONLY		
ON D, AND/OR	Prefix	Serial	
RING EXEMPTION		DATE RECEIVED	
s changed, and indicate change.)			
ferred Stock	.c. 101	RECEIVED TO S	
□ Rule 505 ■ Rule 506 □ Sect	ion 4(6) □ ULOÉ		
		37 9 7 2002) >	-
A. BASIC IDENTIFICATION DA	ATA	A f	
	W.		·

Telephone Number (Including Area Code)

Telephone Number (Including Area Code)

(617) 204-3300

□ other (please specify):

DE

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: GENERAL INSTRUCTIONS

Corechange, Inc.

■ corporation

□ business trust

Address of Executive Offices

different from Executive Offices) Brief Description of Business:

Type of Business Organization

260 Franklin Street, Boston, MA 02110

Address of Principal Business Operations (if

Actual or Estimated Date of Incorporation or Organization

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 USC 77d(6).

■ Actual

CN for Canada; FN for other foreign jurisdiction)

□ Estimated

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

When to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the

Filing Fee: There is no federal filing fee.

State: This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires a payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

A. BASIC IDENTIFICATION DATA					
2. Enter the information requested for the following:					
 Each promoter of the issuer, if the issuer has been organized within the past five years; 					
 Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or mor Each executive officer and director of corporate issuers and of corporate general and managing partners of 	re of a class of equity securities of the issuer;				
 Each executive officer and director of corporate issuers and of corporate general and managing partners of Each general and managing partner of partnership issuers. 	partitership issuers, and				
Check Box(es) that Apply: □ Promoter ■ Beneficial Owner □ Executive Officer ■ Direction	ector				
Full Name (Last name first, if individual)	Solicia and or Managing Farmer				
A / VIII					
Arnetz, Ulf Business or Residence Address (Number and Street, City, State, Zip Code)					
(rumber and sides, City, state, 21p code)					
C/O Corechange, Inc., 260 Franklin Street, Suite 1890, Boston, MA 02110					
Check Box(es) that Apply: □ Promoter □ Beneficial Owner □ Executive Officer ■ Direct □ Direc	ector				
Full Name (Last name first, if individual)					
Handen, Lawrence					
Business or Residence Address (Number and Street, City, State, Zip Code)					
C/O Corechange, Inc., 260 Franklin Street, Suite 1890, Boston, MA 02110	·				
Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ■ Executive Officer ☐ Direction ☐	ector				
Full Name (Last name first, if individual)	Constanting of Managing Factor				
Kane, Charles F. Business or Residence Address (Number and Street, City, State, Zip Code)					
trumber and street, City, State, Zip Code)					
C/O Corechange, Inc., 260 Franklin Street, Suite 1890, Boston, MA 02110					
Check Box(es) that Apply: □ Promoter □ Beneficial Owner ■ Executive Officer □ Direction	ector General and/or Managing Partner				
Full Name (Last name first, if individual)					
Koorapaty, Angiras					
Business or Residence Address (Number and Street, City, State, Zip Code)					
C/O Carachanga Ing. 260 Franklin Street Suite 1900 Roston MA 02110					
C/O Corechange, Inc., 260 Franklin Street, Suite 1890, Boston, MA 02110 Check Box(es) that Apply: □ Promoter □ Beneficial Owner □ Executive Officer ■ Directors □ Directors	ector				
Full Name (Last name first, if individual)	Ceneral and of Hanaging Lattice				
Fanzilli, Frank Business or Residence Address (Number and Street, City, State, Zip Code)					
dustriess of Residence Address ((Number and Street, City, State, Zip Code)					
C/O Corechange, Inc., 260 Franklin Street, Suite 1890, Boston, MA 02110					
Check Box(es) that Apply: □ Promoter □ Beneficial Owner □ Executive Officer ■ Direct	ector General and/or Managing Partner				
Full Name (Last name first, if individual)					
Foreman, Daniel					
Business or Residence Address (Number and Street, City, State, Zip Code)					
C/O C					
C/O Corechange, Inc., 260 Franklin Street, Suite 1890, Boston, MA 02110 Check Box(es) that Apply: □ Promoter □ Beneficial Owner □ Executive Officer ■ Directors □ Directors	Octor General and/or Managing Partner				
Check Box(es) that Apply: □ Promoter □ Beneficial Owner □ Executive Officer ■ Direct	ector				
Hart, Martin					
Business or Residence Address (Number and Street, City, State, Zip Code)					
C/O Corechange, Inc., 260 Franklin Street, Suite 1890, Boston, MA 02110					
Check Box(es) that Apply: □ Promoter □ Beneficial Owner □ Executive Officer ■ Direction	ector				
Full Name (Last name first, if individual)					
McHugh, Manus					
Business or Residence Address (Number and Street, City, State, Zip Code)					
C/O Canashanga Ing. 260 Franklin Street Suite 1800 Boston MA 02110					
C/O Corechange, Inc., 260 Franklin Street, Suite 1890, Boston, MA 02110					

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

A. BASIC IDENTIFICATION DATA Enter the information requested for the following: Each promoter of the issuer, if the issuer has been organized within the past five years; Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer; Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and Each general and managing partner of partnership issuers. Check Box(es) that Apply: □ Promoter ☐ Beneficial Owner □ Executive Officer ☐ General and/or Managing Partner Director Full Name (Last name first, if individual) Nemirovsky, Ofer **Business or Residence Address** (Number and Street, City, State, Zip Code) C/O Corechange, Inc., 260 Franklin Street, Suite 1890, Boston, MA 02110 Check Box(es) that Apply: □ Promoter ■ Beneficial Owner □ Executive Officer □ Director ☐ General and/or Managing Partner Full Name (Last name first, if individual) UBS Capital Americas II, LLC Business or Residence Address (Number and Street, City, State, Zip Code) 299 Park Avenue, New York, NY 10171 Check Box(es) that Apply: □ Promoter ■ Beneficial Owner □ Executive Officer □ Director □ General and/or Managing Partner Full Name (Last name first, if individual) ABN AMRO Capital (U.S.), Inc. **Business or Residence Address** (Number and Street, City, State, Zip Code) 208 LaSalle Street, 10th Floor, Chicago, IL 60604 Check Box(es) that Apply: □ Promoter ■ Beneficial Owner □ Executive Officer □ Director □ General and/or Managing Partner Full Name (Last name first, if individual) Capital Life Insurance Ltd. Business or Residence Address (Number and Street, City, State, Zip Code) Landstrasse 126a Schaan, FL - 9494 Liechtenstein Check Box(es) that Apply: ■ Beneficial Owner □ Executive Officer □ Director ☐ General and/or Managing Partner □ Promoter Full Name (Last name first, if individual) ECP Telecommunications Holdings, LLC Business or Residence Address (Number and Street, City, State, Zip Code) 2301 Market St., Philadelphia, PA 18699 Check Box(es) that Apply: □ Promoter ■ Beneficial Owner ☐ Executive Officer □ Director ☐ General and/or Managing Partner Full Name (Last name first, if individual) Hamilton, Didrik (Number and Street, City, State, Zip Code) Business or Residence Address Birger Jarlsgarten 41A, 6tr, Stockholm, 11145 Sweden Check Box(es) that Apply: ☐ Executive Officer □ Director ☐ General and/or Managing Partner □ Promoter ■ Beneficial Owner Full Name (Last name first, if individual) HarbourVest Venture Partners V-Direct Fund L.P. Business or Residence Address (Number and Street, City, State, Zip Code) One Financial Center, Boston, MA 02111 Check Box(es) that Apply: □ Promoter ■ Beneficial Owner ☐ Executive Officer □ Director ☐ General and/or Managing Partner Full Name (Last name first, if individual) Leitersdorf, Jonathan Business or Residence Address (Number and Street, City, State, Zip Code)

حياش

C/o Savanna Partners, 80 5th Avenue, New York, NY 10011

A. BASIC IDENTIFICATION DATA					
 Enter the information requested for the following: Each promoter of the issuer, if the issuer has been organized within the past five years; Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer; Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and Each general and managing partner of partnership issuers. 					
Check Box(es) that Apply: □ Promoter ■ Beneficial Owner □ Executive Officer □ Director □ General and/or Managing Partner	er				
Full Name (Last name first, if individual)					
Maxus Jersey Ltd.					
Business or Residence Address (Number and Street, City, State, Zip Code)					
Union Street, St. Helier, Jersey, JE 48T2, Channel Islands, UK Check Box(es) that Apply: Promoter Repeticial Owner Executive Officer Director General and/or Managing Partners.					
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual)	er				
Full Name (Last name mst, it morrioual)					
Weissburg, Benjamin					
Business or Residence Address (Number and Street, City, State, Zip Code)					
C/o Savanna Partners, 80 5th Avenue, New York, NY 10011					
Check Box(es) that Apply: □ Promoter ■ Beneficial Owner □ Executive Officer □ Director □ General and/or Managing Partner	er				
Full Name (Last name first, if individual)					
Xcelera.com, Inc. Business or Residence Address (Number and Street, City, State, Zip Code)					
trumoer and street, City, state, 21p code)					
Vik Bros. Int'l, 62 Hodge Rd., Princeton, NJ 08540					
Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner	er				
Full Name (Last name first, if individual)					
UBS Capital (Jersey) Ltd.					
Business or Residence Address (Number and Street, City, State, Zip Code)					
AAVI 1 G. G. W. H. Y. W. W. ANVI G. L.					
24 Union St., St. Helier, Jersey, JE 23FB Channel Islands, U.K. Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partners General and/or Managing Partners Director General and/or Managing Partners General and/or Managing P					
Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ■ Director ☐ General and/or Managing Partner Full Name (Last name first, if individual)	er				
Tun Pante (Last fame inst, ir mervicual)					
Pirie, Robert S.					
Business or Residence Address (Number and Street, City, State, Zip Code)					
C/O Corechange, Inc., 260 Franklin Street, Suite 1890, Boston, MA 02110					
Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ■ Director ☐ General and/or Managing Partners	er				
Full Name (Last name first, if individual)					
Vik. Gustav					
Business or Residence Address (Number and Street, City, State, Zip Code)					
C/O Corechange, Inc., 260 Franklin Street, Suite 1890, Boston, MA 02110					
Check Box(es) that Apply: □ Promoter ■ Beneficial Owner □ Executive Officer □ Director □ General and/or Managing Partn	er				
Full Name (Last name first, if individual)					
Sterling Venture Partners, L.P.					
Business or Residence Address (Number and Street, City, State, Zip Code)					
111 Careth Calmant Ct. Baltimana MD 21202					
111 South Calvert St., Baltimore, MD 21202 Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partmeters.					
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partners, if individual)					
A THE PARTY AND ADDRESS OF ALLIAN AND MALE					
Business or Residence Address (Number and Street, City, State, Zip Code)					

٠, ٠,٠

	B. INFORMATION ABOUT OFFERING						
1.	Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?	Yes	No				
	Answer also in Appendix, Column 2, if filing under ULOE.	u	-				
2.	What is the minimum investment that will be accepted from any individual?	\$	N/A				
,	December (Carlos acceptables and 11 of all 1 of	Yes	No				
3. 4.	Does the offering permit joint ownership of a single unit? Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or	-					
4 .							
Full Non	Name (Last name first, if individual)						
	iness or Residence Address (Number and Street, City, State, Zip Code)						
Duoi	mess of Residence Address (Admissi and Street, City, State, 22p Code)						
Nam	ne of Associated Broker or Dealer						
State	es in which Person Listed Has Solicited or Intends to Solicit Purchasers						
	(Check "All States" or check individual States)	All States					
_ [_ [AL] _ [AK] _ [AZ] _ [AR] _ [CA] _ [CO] _ [CT] _ [DE] _ [DC] _ [FL] _ [GA] [IL] _ [IN] _ [IA] _ [KS] _ [KY] _ [LA] _ [ME] _ [MD] _ [MA] _ [MI] _ [MN] [MT] _ [NE] _ [NV] _ [NH] _ [NJ] _ [NM] _ [NY] _ [NC] _ [ND] _ [OH] _ [OK] [RI] _ [SC] _ [SD] _ [TN] _ [TX] _ [UT] _ [VT] _ [VA] _ [WA] _ [WV] _ [WI]	_ [HI] _ [MS] _ [OR] _ [WY]	_ [ID] _ [MO] _ [PA] _ [PR]				
Full	name (Last name first, if individual)						
Busi	iness or Residence Address (Number and Street, City, State, Zip Code)						
Nam	ne of Associated Broker or Dealer						
State	es in which Person Listed Has Solicited or Intends to Solicit Purchasers						
	(Check "All States" or check individual States)	All States					
] _ [] _	AL] _ [AK] _ [AZ] _ [AR] _ [CA] _ [CO] _ [CT] _ [DE] _ [DC] _ [FL] _ [GA] [IL] _ [IN] _ [IA] _ [KS] _ [KY] _ [LA] _ [ME] _ [MD] _ [MA] _ [MI] _ [MN] [MT] _ [NE] _ [NV] _ [NH] _ [NJ] _ [NM] _ [NY] _ [NC] _ [ND] _ [OH] _ [OK] [RI] _ [SC] _ [SD] _ [TN] _ [TX] _ [UT] _ [VT] _ [VA] _ [WA] _ [WV] _ [WI]	_ [HI] _ [MS] _ [OR] _ [WY]	_ [ID] _ [MO] _ [PA] _ [PR]				
Full	Name (Last name first, if individual)						
Busi	iness or Residence Address (Number and Street, City, State, Zip Code)						
Nan	ne of Associated Broker or Dealer						
	The state of the s						
State	es in which Person Listed Has Solicited or Intends to Solicit Purchasers						
	All States						
_ [[[AL] _ [AK] _ [AR] _ [CA] _ [CO] _ [CT] _ [DE] _ [DC] _ [FL] _ [GA] [IL] _ [IN] _ [IA] _ [KS] _ [KY] _ [LA] _ [ME] _ [MD] _ [MA] _ [MI] _ [MN] _ [MN] [MT] _ [NE] _ [NV] _ [NH] _ [NJ] _ [NM] _ [NY] _ [NC] _ [ND] _ [OH] _ [OK] [RI] _ [SC] _ [SD] _ [TN] _ [TX] _ [TX] _ [VT] _ [VA] _ [WA] _ [WV] _ [WI]	_ [HI] _ [MS] _ [OR] _ [WY]	_ [ID] _ [MO] _ [PA] _ [PR]				

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.	Aggregate Offering Price	Amount Already Sold
	Type of Security		
	Debt	\$ <u>5,000,000</u>	\$3,720,000
	Equity	\$	\$
	□ Common □ Preferred		
	Convertible Securities (including warrants)	\$	\$
	Partnership Interests	\$	\$
	Other (Specify Warrants to purchase 30,000,000 shares of Preferred Stock)	\$ <u>0</u>	\$ <u> </u>
	Total	\$5,000,000	\$3,720,000
	Answer also in Appendix, Column 3, if filing under ULOE.		
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."	Number of Investors	Aggregate Dollar Amount of Purchases
	Accredited Investors	7	\$3,720,000
	Non-accredited Investors	_	\$
	Total (for filings under Rule 504 only)	_	\$
	Answer also in Appendix, Column 4, if filing under ULOE		-
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C – Question 1. Type of offering	Type of Security	Dollar Amount Sold
	Rule 505.		\$
	Regulation A		\$
	Rule 504	-	\$
	Total		
	1001		\$
4.	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.		
	Transfer Agent's Fees	۵	\$
	Printing and Engraving Costs		\$
	Legal Fees.	_	\$ 20,000.00
	Accounting Fees		\$.
	Engineering Fees		\$
	Sales Commissions (specify finders' fees separately)		<u> </u>
	Other Expenses (identify)		<u></u>
			Φ
	Total	•	\$ <u>20,000.00</u>

	C. OFFERING PR	CE, NUMBER OF INVESTORS, EX	KPENSES AN	D USE OF PROCEEDS		
	b. Enter the difference between the aggregate off I and total expenses furnished in response to Part "adjusted gross proceeds to the issuer."	C - Question 4.a. This difference is th	e		\$.	4,980,000
5.	Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C – Question 4.b above.					
				Payments to Officers, Directors, & Affiliates		Payments To Others
	Salaries and fees			\$		\$
	Purchase of real estate			\$		\$
	Purchase, rental or leasing and installation of mac	hinery and equipment		\$		\$
	Construction or leasing of plant buildings and fac	ilities		\$		\$
	Acquisition of other business (including the value that may be used in exchange for the assets or sec	urities of another issuer pursuant to a		\$		œ.
	merger)			\$ \$		¢
	Working capital		_	\$ \$		\$\$
	Other (specify):		_	\$	_	\$ <u>4,780,000</u>
	Other (speeny).		_ 🗆	Φ	0	φ
			- 	\$	_	¢
	Column Totals		_	•	_	\$ 4,980,000
				Ψ	4 000 0	·
	Total Payments Listed (column totals added)				4,980,0	<u></u>
		D. FEDERAL SIGNAT	URE			
an 1	e issuer has duly caused this notice to be signed by t undertaking by the issuer to furnish to the U.S. Secu accredited investor pursuant to paragraph (b)(2) of	rities and Exchange Commission, upon	If this notice written reque	is filed under Rule 505, the f st of its staff, the information	following s	signature constitutes by the issuer to any
Issu	ner (Print or Type)	Signature		Date		
Co	rechange, Inc.	Soll Service		October , 2002		
Nai	ne of Signer (Print or Type)	Title of Signer (Print or Type)				
An	giras Koorapaty	Vice President, Finance				
		·				

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)